

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, THE
EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO, AND THE PUERTO RICO PUBLIC
BUILDINGS AUTHORITY,

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**UNOPPOSED URGENT MOTION OF THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO TO SET A BRIEFING SCHEDULE ON
DRA PARTIES' MOTION IN RESPONSE TO ORDER CONCERNING SERVICE OF
OPENING EXPERT REPORTS BY THE DRA PARTIES, REQUEST FOR EXTENSION
OF TIME TO FILE REDACTED DRA EXPERT REPORTS, AND REQUEST FOR
MODIFICATION OF CERTAIN TERMS OF THE
CONFIRMATION PROCEDURES ORDER**

The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as the sole Title III representative of the Commonwealth of Puerto Rico (the “Commonwealth”), the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”), and the Puerto Rico Public Buildings Authority (“PBA,” and together with the Commonwealth and ERS, the “Debtors”) pursuant to section 315(b) of the *Puerto Rico Oversight*,

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Management, and Economic Stability Act (“PROMESA”),² respectfully submits this unopposed urgent motion (the “Urgent Motion”) setting a briefing schedule substantially in the form set forth in **Exhibit A** hereto on the *DRA Parties’ Motion in Response to the Order Concerning Service of Opening Expert Reports by the DRA Parties, Request for Extension of Time to File Redacted DRA Expert Reports, and Request for Modification of Certain Terms of the Confirmation Procedures Order* [ECF No. 18163] (the “DRA Parties’ Motion”). In support of the foregoing, the Oversight Board respectfully states as follows:

Jurisdiction and Venue

1. The United States District Court for the District of Puerto Rico has subject-matter jurisdiction over this matter pursuant to PROMESA § 306(a).
2. Venue is proper pursuant to PROMESA § 307(a).

Relief Requested

3. The DRA Parties’ Motion stems from the DRA Parties’³ service of their expert reports in connection with the forthcoming confirmation hearing on the *Seventh Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.* [ECF No. 17627] (as it may be amended, modified, or supplemented, the “Plan”). On September 15, 2021, the Court issued its *Order Concerning Service of Opening Expert Reports by the DRA Parties* [ECF No. 18118] (the “DRA Parties’ Expert Order”), which instructed the DRA Parties to file by September 20, 2021 “either (i) a statement as to how the DRA Parties have complied with paragraph 19 of the

² PROMESA is codified at 48 U.S.C. §§ 2101–2241.

³ “The DRA Parties” collectively refers to AmeriNational Community Services, LLC (the “Servicer”), as servicer for the GDB Debt Recovery Authority (the “DRA”), and Cantor-Katz Collateral Monitor LLC, a Delaware limited liability company (the “Collateral Monitor”).

Confirmation Procedures Order,⁴ or (ii) a motion for modification of the disclosure requirements of the Confirmation Procedures Order with respect to the Expert Reports.” DRA Parties’ Expert Order at 1-2.

4. In response to the DRA Parties’ Expert Order, the DRA Parties filed a pleading that goes far beyond the Court’s instructions. Instead of merely suggesting modifications to the Confirmation Procedures Order relating to the service of expert reports, the DRA Parties’ Motion suggests multiple revisions throughout the Confirmation Procedures Order, including imposing filing requirements on *all* parties that have previously participated in discovery in connection with confirmation of the Plan, and who have already complied with the Confirmation Procedures Order. *See* DRA Parties’ Motion ¶ 20 n.19. It also seeks to require Eligible Creditors⁵ to sign onto a *new* protective order in order to attend depositions, including those that have already been noticed, should the depositions potentially include the discussion of confidential information from various other proceedings before this Court. *Id.* at Ex. C ¶ 13.

5. Given the potentially wide-ranging effects of the relief requested in the DRA Parties’ Motion—including complying with new “after the fact” requirements—the Oversight Board needs sufficient time to analyze the DRA Parties’ proposed revisions to the Confirmation Procedures Order and determine whether it agrees with or opposes such revisions.⁶ Accordingly, the Oversight Board respectfully requests the Court enter the following briefing schedule, as set forth in the attached **Exhibit A**, in connection with the DRA Parties’ Motion:

⁴ The “Confirmation Procedures Order” refers to the *Order Establishing Procedures and Deadlines Concerning Objections to Confirmation and Discovery in Connection Therewith* [ECF No. 17640].

⁵ Capitalized terms not defined herein shall have the meanings ascribed to them in the Confirmation Procedures Order.

⁶ The Oversight Board notes that it does not object to service of the DRA Parties’ expert reports as proposed in the DRA Parties’ Motion.

- Objections to the DRA Parties' Motion to be filed by September 28, 2021 at 4:00 p.m. (Atlantic Standard Time)
- Replies in support of the DRA Parties' Motion to be filed by October 4, 2021 at 4:00 p.m. (Atlantic Standard Time)
- The Court thereafter can take the DRA Parties' Motion under submission, unless the Court directs that argument or further briefing is necessary.

6. Counsel for the DRA Parties has authorized counsel for the Oversight Board to inform the Court the Urgent Motion is unopposed.

**Certification in Compliance with
Local Rule 9013-1 and the Fifteenth Amended Case Management Procedures**

7. Pursuant to Local Rule 9013-1 and ¶ I.H of the *Fifteenth Amended Case Management Procedures* [ECF No. 17127-1] (the "Case Management Procedures"), the undersigned hereby certify that counsel have carefully examined the matter and concluded that there is a true need for expedited consideration of this motion and that the Defendants have not created the urgency through lack of due diligence on their part. The undersigned further certify that the parties made a bona fide, reasonable, and good faith effort to resolve the issues addressed in this motion prior to filing. As noted above, as a result of those efforts, counsel for the DRA Parties has authorized counsel for the Oversight Board to inform the Court the Urgent Motion is unopposed.

Conclusion

8. WHEREFORE, the Oversight Board respectfully requests that the relief sought herein be granted as set forth in the Proposed Order annexed as **Exhibit A**, and the Court grant such other and further relief as is just.

[Remainder of Page Intentionally Left Blank]

Dated: September 23, 2021
San Juan, Puerto Rico

Respectfully submitted,

/s/ Martin J. Bienenstock

Martin J. Bienenstock
Brian. S. Rosen
Margaret A. Dale
Julia D. Alonzo
(Admission *Pro Hac Vice*)
PROSKAUER ROSE LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

*Attorneys for the Financial Oversight and
Management Board as representative for the
Debtors*

/s/ Hermann D. Bauer

Hermann D. Bauer
USDC No. 215205
O'NEILL & BORGES LLC
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918-1813
Tel: (787) 764-8181
Fax: (787) 753-8944

*Co-Attorneys for the Financial Oversight and
Management Board as representative for the
Debtors*

Exhibit A

Proposed Order

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, THE
EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO, AND THE PUERTO RICO PUBLIC
BUILDINGS AUTHORITY,

Debtors.⁷

PROMESA
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

**[PROPOSED] ORDER GRANTING UNOPPOSED URGENT MOTION OF THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO TO
SET A BRIEFING SCHEDULE ON DRA PARTIES' MOTION IN RESPONSE TO
ORDER CONCERNING SERVICE OF OPENING EXPERT REPORTS BY THE DRA
PARTIES, REQUEST FOR EXTENSION OF TIME TO FILE REDACTED DRA
EXPERT REPORTS, AND REQUEST FOR MODIFICATION OF CERTAIN TERMS
OF THE CONFIRMATION PROCEDURES ORDER**

Upon consideration of the *Unopposed Urgent Motion of the Financial Oversight and Management Board for Puerto Rico to Set a Briefing Schedule On DRA Parties' Motion in Response to Order Concerning Service of Opening Expert Reports by the DRA Parties, Request for Extension of Time to File Redacted DRA Expert Reports, and Request for Modification of*

⁷ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Certain Terms of the Confirmation Procedures Order (the “Urgent Motion”); and it appearing that (i) the Court has subject-matter jurisdiction over the Motion pursuant to PROMESA § 306(a)(1); (ii) venue of this proceeding is proper under PROMESA §§ 106(a) and 307, and 28 U.S.C. 1391(b); and (iii) the Court has found good cause to grant the relief requested in the Urgent Motion, it is hereby **ORDERED** that the Urgent Motion is **GRANTED** as set forth herein:

1. Objections to the DRA Parties’ Motion⁸ are to be filed by September 28, 2021 at 4:00 p.m. (Atlantic Standard Time).
2. Replies in support of the DRA Parties’ Motion are to be filed by October 4, 2021 at 4:00 p.m. (Atlantic Standard Time).
3. The Court will thereafter take the matter under submission, unless the Court directs that argument or further briefing is necessary.
4. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____

U.S. District Judge Laura Taylor Swain

⁸ Capitalized terms not defined herein shall have the meanings ascribed to them in the Urgent Motion.

CERTIFICATE OF SERVICE

I hereby certify that, on this same date, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notifications of such filing to all CM/ECF participants in this case, and further caused notice to be delivered as described in the motion.

/s/ Hermann D. Bauer
Hermann D. Bauer